

Fill in this information to identify your case:

United States Bankruptcy Court for the:

NORTHERN DISTRICT OF TEXAS

Case number (if known)

Chapter 7

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	Elmcroft Senior Living, Inc.		
2. All other names debtor used in the last 8 years	FKA ESL Fairborn Oh Management, LLC FKA ESL Fort Harrison IN Management, LLC FKA ESL Management Holdings, Inc. FKA ESL West Lafayette IN Management, LLC FKA PM&R Operations, LLC		
3. Debtor's federal Employer Identification Number (EIN)	47-1428761		
4. Debtor's address	Principal place of business 2807 Allen Street #834 Dallas, TX 75204 Number, Street, City, State & ZIP Code	Mailing address, if different from principal place of business P.O. Box, Number, Street, City, State & ZIP Code	
	Dallas County	Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code	
5. Debtor's website (URL)			
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____		

Debtor Elmcroft Senior Living, Inc.
Name _____ Case number (if known) _____

7. Describe debtor's business A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.

See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.6233

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

□ Chapter 11. Check all that apply:

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

Debtor

Elmcroft Senior Living, Inc.

Name

Case number (if known)

- 10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**
- No
 Yes.

List all cases. If more than 1, attach a separate list

Debtor	See attached list of Debtor and its affiliates filing Chapter 7	Relationship
District	When	Case number, if known

- 11. Why is the case filed in this district?** *Check all that apply:*

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
 A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

- 12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- No
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____
 It needs to be physically secured or protected from the weather.
 It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
 Other _____

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

- No
 Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

- 13. Debtor's estimation of available funds** *Check one:*

- Funds will be available for distribution to unsecured creditors.
 After any administrative expenses are paid, no funds will be available to unsecured creditors.

- 14. Estimated number of creditors**

- | | | |
|--|---|---|
| <input type="checkbox"/> 1-49
<input type="checkbox"/> 50-99
<input type="checkbox"/> 100-199
<input checked="" type="checkbox"/> 200-999 | <input type="checkbox"/> 1,000-5,000
<input type="checkbox"/> 5,001-10,000
<input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> More than 100,000 |
|--|---|---|

- 15. Estimated Assets**

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0 - \$50,000
<input type="checkbox"/> \$50,001 - \$100,000
<input checked="" type="checkbox"/> \$100,001 - \$500,000
<input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$1,000,001 - \$10 million
<input type="checkbox"/> \$10,000,001 - \$50 million
<input type="checkbox"/> \$50,000,001 - \$100 million
<input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> More than \$50 billion |
|---|--|--|

Debtor

Elmcroft Senior Living, Inc.

Name

Case number (*if known*) _____**16. Estimated liabilities**

- | | | |
|---|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input checked="" type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor

Elmcroft Senior Living, Inc.

Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 1, 2022

MM / DD / YYYY

X /s/ W. Patrick Mulloy

Signature of authorized representative of debtor

W. Patrick Mulloy

Printed name

Title CEO

18. Signature of attorney

X /s/ John E. Mitchell

Signature of attorney for debtor

Date March 1, 2022

MM / DD / YYYY

John E. Mitchell

Printed name

Katten Muchin Rosenman LLP

Firm name

2121 North Pearl Street, Suite 1100

Dallas, TX 75201-2591

Number, Street, City, State & ZIP Code

Contact phone 214-765-3600

Email address john.mitchell@katten.com

00797095 TX

Bar number and State

DEBTOR	RELATIONSHIP	DATE	DISTRICT
Branch Water Holdings, Inc.	Affiliate	03/01/2022	Northern District Texas
Elmcroft Senior Living, Inc.	Affiliate	03/01/2022	Northern District Texas
Grossmont Gardens Operations, LLC	Affiliate	03/01/2022	Northern District Texas
La Mesa Operations, LLC	Affiliate	03/01/2022	Northern District Texas
Las Villas De Carlsbad Operations, LLC	Affiliate	03/01/2022	Northern District Texas
Las Villas Del Norte Operations, LLC	Affiliate	03/01/2022	Northern District Texas
Mountview Operations, LLC	Affiliate	03/01/2022	Northern District Texas
Point Loma Operations, LLC	Affiliate	03/01/2022	Northern District Texas
Rancho Vista Operations, LLC	Affiliate	03/01/2022	Northern District Texas
Senior Care Operations Holdings II, LLC	Affiliate	03/01/2022	Northern District Texas
Senior Care Operations Holdings, LLC	Affiliate	03/01/2022	Northern District Texas
Bartlett Operations, LLC	Affiliate	03/01/2022	Northern District Texas

DEBTOR	RELATIONSHIP	DATE	DISTRICT
BCC Sherwood Operations, LLC	Affiliate	03/01/2022	Northern District Texas
AL Bloomsburg Operations, LLC	Affiliate	03/01/2022	Northern District Texas
AL Lebanon Operations, LLC	Affiliate	03/01/2022	Northern District Texas
EC Lebanon Operations, LLC	Affiliate	03/01/2022	Northern District Texas
Mid Valley Operations, LLC	Affiliate	03/01/2022	Northern District Texas

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF ELMCROFT SENIOR LIVING, INC.**

AS OF FEBRUARY 28, 2022

Acting pursuant to Section 141 of the Delaware General Corporation Law, in lieu of a meeting, the undersigned, constituting all of the members of the Board of Directors (the “**Board**”) of Elmcroft Senior Living, Inc., a Delaware corporation (the “**Corporation**”), hereby consent to and adopt the following resolutions and take the following actions with the same force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Board duly called and convened for such purpose, as of February 28, 2022:

WHEREAS, the Board of Directors has considered the financial and operational condition of the business of the Corporation and its subsidiaries, individually and in the aggregate; and

WHEREAS, the Board of Directors has determined to their reasonable satisfaction that the revenues and the value of the remaining assets of the Corporation and its subsidiaries, individually and in the aggregate, are insufficient to satisfy the liabilities and obligations of the Corporation and its subsidiaries; and

WHEREAS, the Board of Directors believes it is in the best interests of the Corporation and its subsidiaries to take the following actions as set forth in the following resolutions.

RESOLUTIONS

RESOLVED, that in the business judgment of the Board of Directors after consideration of the alternatives presented to them and the recommendations of senior management of the Corporation and its subsidiaries and the advice of the professionals and advisors of the Corporation and its subsidiaries that it is in the best interests of the Corporation, its subsidiaries, and its and their respective creditors, and other interested parties that a voluntary petition be filed by the Corporation and its subsidiaries under the provisions of Chapter 7 of Title 11 of the United States Code (the “Bankruptcy Code”); and

RESOLVED FURTHER, that the Board of Directors be, and they hereby are, authorized, empowered, and directed to employ the law firm of Katten Muchin Rosenman LLP as general bankruptcy counsel to the Corporation and its subsidiaries to represent and assist the Corporation and its subsidiaries in filing under Chapter 7 of the Bankruptcy Code; and

RESOLVED FURTHER, that Board of Directors is authorized, empowered, and directed to take any and all further action and to execute, deliver, and file any and all such further instruments or documents and to pay any and all such fees, costs and expenses (subject to Bankruptcy Court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and

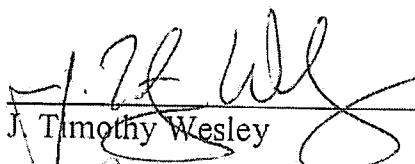
FURTHER RESOLVED, that any and all actions taken by the Board of Directors prior to the date hereof in connection with the liquidation of the Corporation and its subsidiaries or any

matters related thereto, or by virtue of these resolutions, are hereby in all respects ratified, confirmed, and approved.

BOARD OF DIRECTORS:



W. Patrick Mulloy, II



J. Timothy Wesley



Robin L. Barber

WRITTEN CONSENT BY SOLE STOCKHOLDER

The undersigned, being the sole stockholder of the Corporation, joins in this Unanimous Written Consent to (i) confirm the following individuals are the members of the Board of Directors of the Corporation: W. Patrick Mulloy, II, J. Timothy Wesley, and Robin L. Barber, and (ii) evidence its approval, adoption, and ratification of the resolutions of the Board of Directors of the Corporation and the actions taken (or to be taken) by the Board of Directors and/or the Corporation pursuant to and in accordance with such resolutions.

Sole Stockholder:

BRACH WATER HOLDINGS, INC.



W. Patrick Mulloy, II

Chief Executive Officer

John E. Mitchell, SBN: 00797095
Michaela C. Crocker, SBN: 24031985
Yelena Archiyan, SBN: 24119035
KATTEN MUCHIN ROSENMAN LLP
2121 N. Pearl St., Suite 1100
Dallas, TX 75201
Telephone: (214) 765-3600
Email: john.mitchell@katten.com
Email: michaela.crocker@katten.com
Email: yelena.archiyan@katten.com

Proposed Counsel for the Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re: § Chapter 7
§
Elmcroft Senior Living, Inc.,¹ § Case No. 22-_____
§
Debtor. §
§

LIST OF EQUITY SECURITY HOLDERS

Pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, following is the list of Elmcroft Senior Living, Inc.'s equity security holder:

Name	Address	Percentage of Equity
Branch Water Holdings, Inc.	2807 Allen Street #834 Dallas, TX 75204	100%

¹ The Debtors in these Chapter 7 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Branch Water Holdings, Inc. (8881), Elmcroft Senior Living, Inc. (8761); Grossmont Gardens Operations, LLC (0538), La Mesa Operations, LLC (0495), Las Villas De Carlsbad Operations, LLC (0566), Las Villas Del Norte Operations, LLC (0447), Mountview Operations, LLC (0581), Point Loma Operations, LLC (0515), Rancho Vista Operations, LLC (0466), Senior Care Operations Holdings II, LLC (3519), Senior Care Operations Holdings, LLC (7317), Bartlett Operations, LLC (5668), BCC Sherwood Operations, LLC (4645), AL Bloomsburg Operations, LLC (6668), AL Lebanon Operations, LLC (6700), EC Lebanon Operations, LLC (9350); and Mid Valley Operations, LLC, (4756). The address for all of the Debtors is 2807 Allen Street #834, Dallas, TX 75204.

Fill in this information to identify the case:

Debtor name Elmcroft Senior Living, Inc.

United States Bankruptcy Court for the: NORTHERN DISTRICT OF TEXAS

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 1, 2022

X /s/ W. Patrick Mulloy

Signature of individual signing on behalf of debtor

W. Patrick Mulloy

Printed name

CEO

Position or relationship to debtor

**United States Bankruptcy Court
Northern District of Texas**

In re **Elmcroft Senior Living, Inc.**

Debtor(s)

Case No.

Chapter

7

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR(S)

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b), I certify that I am the attorney for the above named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to accept	\$ 25,000.00
Prior to the filing of this statement I have received	\$ 25,000.00
Balance Due	\$ 0.00

2. The source of the compensation paid to me was:

Debtor Other (specify):

3. The source of compensation to be paid to me is:

Debtor Other (specify):

4. I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

I have agreed to share the above-disclosed compensation with a person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation is attached.

5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
- b. Preparation and filing of any petition, schedules, statement of affairs and plan which may be required;
- c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- d. [Other provisions as needed]

\$25,000 in aggregate for all Debtors. Filing fees of \$5,746.00 also paid.

6. By agreement with the debtor(s), the above-disclosed fee does not include the following service:

Representation of the debtors in any dischargeability actions, judicial lien avoidances, relief from stay actions or any other adversary proceeding.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceeding.

March 1, 2022

Date

/s/ John E. Mitchell

John E. Mitchell

Signature of Attorney

Katten Muchin Rosenman LLP

2121 North Pearl Street, Suite 1100

Dallas, TX 75201-2591

214-765-3600 Fax: 214-765-3602

john.mitchell@katten.com

Name of law firm